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October 20, 2000

VIA FEDERAL EXPRESS (Priority Delivery)

Tracking No.: 821531726604

Division of Corporations

409 E. Gaines Street

Tallahassee, FL. 32399

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-10/24/00--01014--016

RE: ATLANTIC BUSINESS PARK L.C.

*****80.00 *****78.75

MERGER INTO ATLANTIC BUSINESS CENTER L.C.

Dear Division of Corporations:

Enclosed please find:

1. Payment in the amount of \$80 representing the \$50 filing fee and the \$30 certified copy fee.

2. Original and copy of Articles of Merger (with Articles of Merger attached).

Please file the Articles of Merger at your earliest convenience and please return a certified copy to me.

Thank you in advance for your cooperation in this matter.

Very truly yours,

Theodore J. Klein,
Attorney at Law

Enclosure

cc:enc: Tracy Gordon

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L99-2123
De

ARTICLES OF MERGER

OF

**ATLANTIC BUSINESS PARK L.C., a Florida limited liability company
(Florida Document No. L99000001578)**

INTO

**ATLANTIC BUSINESS CENTER L.C., a Florida limited liability company
(Florida Document No. L99000002123)**

Pursuant to the provisions of Section 608.438, et. seq., F.S., Atlantic Business Park L.C. and Atlantic Business Center L.C., each being corporations organized and existing under the laws of the State of Florida (hereinafter the "Constituent Companies"), hereby adopt the following Articles of Merger for the purposes of merging Atlantic Business Park L.C. with and into Atlantic Business Center L.C. to form a single surviving limited liability company, which shall be Atlantic Business Center L.C. (the "Surviving Company"):

FIRST: The laws of the State of Florida, under which the Constituent Companies are organized, permit such a merger.

SECOND: The name of the Surviving Company is Atlantic Business Center L.C. and shall continue to be governed by and organized under the laws of the State of Florida.

THIRD: A Plan of Merger was entered in to on October 19, 2000 by the Constituent Companies and the Plan of Merger was adopted by the unanimous action of all of the managers and all of the members of the Constituent Companies in the manner prescribed by Florida law.


FOURTH: The managers of the Surviving Company shall continue to be the managers of Atlantic Business Center L.C. as constituted prior to the merger.

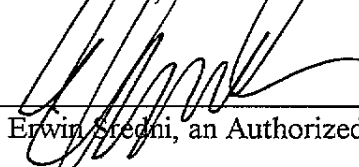
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TALLAHASSEE, FLORIDA

FIFTH: The effective date for the merger shall be the date of the filing of these Articles of Merger with the Florida Department of State.

Respectfully submitted on this 1st day of October, 2000.

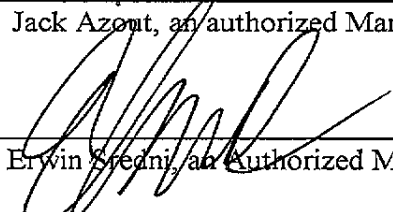
ATLANTIC BUSINESS PARK L.C., a Florida limited liability company

By: 
Jack Azout, an authorized Manager

By: 
Erwin Sredni, an Authorized Manager

ATLANTIC BUSINESS CENTER L.C., a Florida limited liability company

By: 
Jack Azout, an authorized Manager

By: 
Erwin Sredni, an Authorized Manager

merger.atlanticbusinesscenter.articlesofmerger

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PLAN OF MERGER

ATLANTIC BUSINESS PARK L.C., a Florida limited liability company, and **ATLANTIC BUSINESS CENTER L.C.**, a Florida limited liability company, enter into this Plan of Merger on this 19 day of October, 2000.

BACKGROUND

Each party to this Plan of Merger is a Florida limited liability company currently in existence and good standing. The parties to this Agreement believe it makes business sense to have Atlantic Business Park L.C. ("ABP") merge into Atlantic Business Center L.C. ("ABC"), with ABC being the surviving entity in the merger. In particular, the parties to this Agreement desire to accomplish the following business purposes through the merger, which list is not all inclusive: (i) simplifying the maintenance of business records; (ii) consolidating bookkeeping, accounting and tax functions; (iii) simplifying the filing of tax returns, registrations and other filings with the proper authorities; (iv) eliminating duplicate work and expenses in administration and accounting; (v) eliminating the need for multiple bank accounts; and (vi) eliminating the complexities of split ownership of real estate. Cost savings to be accomplished by reason of the merger include but are not limited to (vii) elimination of the annual report fee charged by the State of Florida with respect to ABP; (viii) elimination of accounting fees currently paid by ABP; (ix) elimination of bank charges chargeable with respect to the bank account maintained by ABP; and (x) accounting fees and bookkeeping costs with respect to ABP.

TERMS

For the reasons described above and in consideration of the covenants herein contained, the

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parties agree to this Plan of Merger as follows:

1. Merger. In accordance with the laws and applicable provisions of the laws of the State of Florida, ABP will merge into and become a part of ABC, with ABC being the surviving company. Upon the effective date of the merger, the separate legal existence of ABP shall cease. The effective date for the transaction contemplated hereunder shall be upon the filing of Articles of Merger with the Florida Department of State.

2. Changes to Articles of Organization. This merger will not result in a change to the Articles of Organization of ABC.

3. Changes to Operating Agreement. This merger will not result in a change to the Operating Agreement of ABC and the managers of ABC shall continue to be Jack Azout, Saul Gilinski, Erwin Sredni and Isaac Sredni. Jack Azout shall continue to be the secretary of ABC and Erwin Sredni shall continue to be the treasurer of ABC until a successor is appointed by the managers of ABC.

4. Rights, Privileges, and Immunities. As of the effective date of the merger, ABC shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of ABP; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due ABP, shall be deemed to be transferred to and vested in ABC, without further act or deed, and the title to any property or any interest therein, vested in ABP, shall not revert to or be in any way impaired by reason of the merger.

ABC shall be responsible and liable for all the liabilities and obligations of ABP and any

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claims existing by or against ABP may be prosecuted to judgement as if the merger had not occurred, or ABC may be substituted in the place of ABP. The rights of any creditors of ABP shall not be impaired by this merger. ABC shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of ABP.

5. Membership Conversion. Upon the effective date of the merger, all the outstanding membership interests in and to ABP shall be surrendered and canceled. Since the membership of ABP and ABC is identical, no additional membership units shall be issued to the members of ABC in exchange for their surrender of membership units in ABP. To the extent required by applicable federal tax laws and regulations, the capital account of each member of ABP shall be transferred to ABC.

6. Further Assurances. If at any time ABC shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in ABC the title to any real or personal property or rights of ABP or to otherwise carry out the provisions hereof, the authorized managers of ABP, as of the effective date of the merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to rest, perfect or confirm title to such property or rights in ABC and to otherwise carry out the provisions hereof.

7. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Florida Department of State, the proposed merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

8. Approval of Boards of Directors. This Agreement has been approved by and the execution and delivery thereof authorized by, all of the members of each party hereto

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9. **Costs.** If the merger is not consummated, each party hereto will bear its own costs in connection with this Agreement. If the merger is consummated, all costs in connection with this Agreement will be paid by ABC.

10. **Payment of Dissenters.** There are no dissenters since all members have consented to this Plan of Merger.

11. **Procedure.** Each party will in a timely manner follow the procedures provided by Florida law in connection with the merger of domestic limited liability companies including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Agreement and the transactions contemplated hereby. Jack Azout and Erwin Sredni, as authorized managers, are authorized to execute and cause to be filed the Articles of Merger for and on behalf of each of the parties.

Dated as of the date set forth above.

ATLANTIC BUSINESS PARK L.C. and ATLANTIC BUSINESS CENTER L.C.,
each being a Florida limited liability company (each a party)

By: 

Jack Azout, a Manager of each party

By: 

Saul Gilinski, a Manager of each party

By: 

Erwin Sredni, a Manager of each party

By: 

Isaac Sredni, a Manager of each party

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ATLANTIC BUSINESS PARK L.C., a Florida entity, L99000001578

,

INTO

ATLANTIC BUSINESS CENTER L.C., a Florida entity, L99000002123

File date: October 23, 2000

Corporate Specialist: Tammi Cline